

RECORDED
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
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WASHINGTON, D.C.

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OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 21669 FILED

SEP 25 '98 11-45 AM

September 25, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 21669 FILED

SEP 25 '98 11-45 AM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Full Service Lease Agreement, dated September 8, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents and three (3) copies of the following secondary documents related thereto: a Memorandum of Lease Assignment, Management and Escrow Agreement, dated August 31, 1998 and a Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of September 8, 1998.

The names and addresses of the parties to the enclosed documents are:

Full Service Lease Agreement

Lessor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Lessee: Dakota Minnesota & Eastern Railroad
337 22nd Avenue South
Brookings, South Dakota 57006

Mr. Vernon A. Williams
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Lease Assignment, Management and Escrow Agreement

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Assignee: The Vaughn Group, Ltd.
8240 Beckett Drive, Suite D
Hamilton, Ohio 45001

B → Asset Purchase, Assignment and Assumption Agreement

Assignor: The Vaughn Group, Ltd.
8240 Beckett Drive, Suite D
Hamilton, Ohio 45001

Assignee: Star Bank, National Association
425 Walnut Street
Cincinnati, Ohio 45202

A description of the railroad equipment covered by the enclosed document is:

Fifty-eight (58) Boxcars DME 5500 through DME 5558 (excluding 5503)

Also enclosed is a check in the amount of \$78.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SEP 25 '98

11-45 AM

**MEMORANDUM OF ASSET PURCHASE,
ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Asset Purchase, Assignment and Assumption Agreement made and entered into as of September 8, 1998 by and between The Vaughn Group, Ltd. ("Vaughn") and Star Bank, National Association ("Star").

WITNESSETH:

1. Vaughn, as Lessor, has entered into that certain Lease Assignment, Management and Escrow Agreement dated August 31, 1998 (the "Lease"), with The Andersons, Inc., as Lessee, with respect to the railroad equipment set forth on Exhibit A attached hereto.
2. Vaughn has agreed to sell and assign to Star and Star as agreed to accept from Vaughn the Lease and the railroad equipment subject to that Lease.
3. This Memorandum of Asset Purchase, Assignment and Assumption Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute on instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

THE VAUGHN GROUP, LTD.

By: 
John V. Handelsman
Title: **President and CEO**

STAR BANK, NATIONAL ASSOCIATION

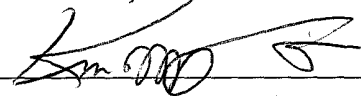
By: 
Title: **VICE PRESIDENT**

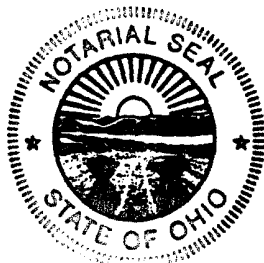
Exhibit A

Fifty (50) foot, seventy (70) ton RBL Boxcars, Rule '88 rebuilt to 100 ton capacity.
 Car Maker - North American Car Corporation
 Previous Owner - Quaker Cube 4646

| | New Car Number | Old Car Number | Date Built | | New Car Number | Old Car Number | Date Built |
|----|-------------------|-------------------|---------------|----|-------------------|-------------------|---------------|
| 1 | DME 5500 | QOCX000101 | 4-1-64 | 30 | DME 5530 | QOCX000173 | 3-1-67 |
| 2 | DME 5501 | QOCX000102 | 4-1-64 | 31 | DME 5531 | QOCX000176 | 3-1-67 |
| 3 | DME 5502 | QOCX000107 | 4-1-68 | 32 | DME 5532 | QOCX000178 | 3-1-67 |
| 4 | DME 5504 | QOCX000111 | 4-1-64 | 33 | DME 5533 | QOCX000179 | 3-1-67 |
| 5 | DME 5505 | QOCX000113 | 5-1-64 | 34 | DME 5534 | QOCX000180 | 3-1-67 |
| 6 | DME 5506 | QOCX000117 | 5-1-64 | 35 | DME 5535 | QOCX000182 | 3-1-67 |
| 7 | DME 5507 | QOCX000120 | 5-1-68 | 36 | DME 5536 | QOCX000183 | 4-1-67 |
| 8 | DME 5508 | QOCX000125 | 5-1-64 | 37 | DME 5537 | QOCX000184 | 4-1-67 |
| 9 | DME 5509 | QOCX000126 | 5-1-64 | 38 | DME 5538 | QOCX000185 | 4-1-67 |
| 10 | DME 5510 | QOCX000129 | 5-1-64 | 39 | DME 5539 | QOCX000186 | 6-1-66 |
| 11 | DME 5511 | QOCX000131 | 5-1-64 | 40 | DME 5540 | QOCX000194 | 6-1-66 |
| 12 | DME 5512 | QOCX000133 | 8-1-64 | 41 | DME 5541 | QOCX000200 | 6-1-66 |
| 13 | DME 5513 | QOCX000136 | 4-1-64 | 42 | DME 5542 | QOCX000202 | 1-1-66 |
| 14 | DME 5514 | QOCX000138 | 4-1-64 | 43 | DME 5543 | QOCX000205 | 6-1-66 |
| 15 | DME 5515 | QOCX000139 | 4-1-64 | 44 | DME 5544 | QOCX000207 | 6-1-66 |
| 16 | DME 5516 | QOCX000140 | 5-1-64 | 45 | DME 5545 | QOCX000208 | 1-1-66 |
| 17 | DME 5517 | QOCX000142 | 4-1-64 | 46 | DME 5546 | QOCX000210 | 6-1-66 |
| 18 | DME 5518 | QOCX000143 | 4-1-64 | 47 | DME 5547 | QOCX000212 | 7-1-65 |
| 19 | DME 5519 | QOCX000147 | 8-1-65 | 48 | DME 5548 | QOCX000216 | 6-1-66 |
| 20 | DME 5520 | QOCX000148 | 6-1-66 | 49 | DME 5549 | QOCX000217 | 6-1-66 |
| 21 | DME 5521 | QOCX000149 | 5-1-64 | 50 | DME 5550 | QOCX000226 | 1-1-66 |
| 22 | DME 5522 | QOCX000151 | 11-1-65 | 51 | DME 5551 | QOCX000227 | 3-1-67 |
| 23 | DME 5523 | QOCX000154 | 8-1-65 | 52 | DME 5552 | QOCX000228 | 1-1-66 |
| 24 | DME 5524 | QOCX000160 | 6-1-66 | 53 | DME 5553 | QOCX000229 | 2-1-64 |
| 25 | DME 5525 | QOCX000163 | 8-1-65 | 54 | DME 5554 | QOCX011600 | 5-1-64 |
| 26 | DME 5526 | QOCX000164 | 8-1-65 | 55 | DME 5555 | QOCX016800 | 3-1-67 |
| 27 | DME 5527 | QOCX000167 | 8-1-65 | 56 | DME 5556 | QOCX020300 | 1-1-66 |
| 28 | DME 5528 | QOCX000170 | 3-1-67 | 57 | DME 5557 | QOCX020400 | 1-1-66 |
| 29 | DME 5529 | QOCX000171 | 8-1-65 | 58 | DME 5558 | QOCX020900 | 1-1-66 |

STATE OF Ohio)
COUNTY OF Butler) SS

On this 15th day of September, 1998 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he is the President and CEO of The Vaughn Group, Ltd., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Kathy J. Voegele
Notary Public

KATHY J. VOEGELE
Notary Public, State of Ohio
My Commission Expires Aug. 16, 2000

My commission expires:

STATE OF Ohio)
COUNTY OF HAMILTON) SS

On this 11 day of September, 1998 before me personally appeared Kim Trombetta to me personally known, who being duly sworn, says that he/she is the Vice President of Star Bank, NA, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Darlene Williams
Notary Public

DARLENE WILLIAMS
Notary Public, State of Ohio
My Commission Expires March 16, 1999

My commission expires: